

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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STEVEN GOLDSTEIN, on Behalf of Himself	:	Civil Action No: 07 Civ. 11158(UA)
and a Class of Persons Similarly Situated,	:	
	:	
Plaintiff,	:	
v.	:	
	:	
CITIGROUP, INC., THE PLANS	:	
ADMINISTRATION COMMITTEE OF	:	
CITIGROUP, INC, MICHAEL E. SCHLEIN,	:	
CHARLES PRINCE, C. MICHAEL	:	
ARMSTRONG; ALAIN J.P. BELDA; GEORGE	:	
DAVID; KENNETH T. DERR; JOHN M.	:	
DEUTCH;ROBERTO HERNÁNDEZ RAMÍREZ;	:	
ANDREW N. LIVERIS; ANNE MULCAHY;	:	
RICHARD D. PARSONS; JUDITH RODIN;	:	
ROBERT E. RUBIN; ROBERT L. RYAN; AND	:	
FRANKLIN A. THOMAS, and JOHN DOES 1-30,	:	
	:	
Defendants.	:	

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STEPHEN GRAY, individually and on behalf of all :	:	Civil Action No: 07 Civ. 9790
others similarly situated,	:	(SHS) (DCF)
	:	
	:	
Plaintiff,	:	
	:	
v.	:	
	:	
	:	
CITIGROUP, INC., CHARLES PRINCE, THE :	:	
PLANS ADMINISTRATIVE COMMITTEE OF :	:	
CITIGROUP INC., THE 401(K) INVESTMENT :	:	
COMMITTEE, and JOHN DOES 1-20,	:	
	:	
	:	
Defendants.	:	

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SHAUN ROSE, Individually and on behalf of all	:
others similarly situated,	:
	:
Plaintiff,	:
	:
v.	:
	:
CITIGROUP, INC., CHARLES PRINCE, THE	:
PLANS ADMINISTRATIVE COMMITTEE OF	:
CITIGROUP INC., THE 401(K) INVESTMENT	:
COMMITTEE, and JOHN DOES 1-10,	:
	:
Defendants.	:
	:
-----X	
MEREDITH TRANBERG, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
	:
v.	:
	:
CITIGROUP, INC., CHARLES PRINCE, THE	:
PLANS ADMINISTRATIVE COMMITTEE OF	:
CITIGROUP INC., THE 401(K) INVESTMENT	:
COMMITTEE, and JOHN DOES 1-20,	:
	:
Defendants.	:
	:
-----X	
ANTON RAPPOLD, individually and on behalf of	:
all others similarly situated,	:
	:
Plaintiff,	:
	:
v.	:
	:
CITIGROUP, INC., CITIBANK, N.A., CHARLES	:
PRINCE, THE PLAN ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC., THE 401(K):	:
INVESTMENT COMMITTEE, and JOHN and	:
JANE DOES 1-10,	:
	:
Defendants.	:
	:
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Civil Action No: 07 Civ. 10294
(DC)

Civil Action No: 07 Civ. 10341
(UA)

Civil Action No: 07 Civ. 10396
(UA)

-----X
 SAM TADROS, on Behalf of All Others Similarly : Civil Action No: 07 Civ. 10442
 Situated, : (UA)

Plaintiff,

v.

CITIGROUP, INC., CHARLES O. PRINCE, C. :
 MICHAEL ARMSTRONG, ALAIN J.P. BELDA, :
 GEORGE DAVID, KENNETH T. DERR, JOHN :
 M. DEUTCH, ROBERTO HERNANDEZ :
 RAMIREZ, ANN DIBBLE JORDAN, KLAUS :
 KLEINFELD, ANDREW N. LIVERIS, ANNE :
 MULCAHY; RICHARD D. PARSONS; JUDITH :
 RODIN; ROBERT E. RUBIN; ROBERT L. RYAN, :
 FRANKLIN A. THOMAS, JOHN DOES 1-20 :
 (BEING CURRENT AND FORMER MEMBERS :
 OF THE PLANS ADAMIISTRATIVE :
 COMMITTEE OF CITIGROUP INC.) and JOHN :
 DOES 21-40 (BEING CURRENT AND FORMER :
 MEMBERS OF THE INVESTMENT :
 COMMITTEE OF THE CITIGROUP INC. 401(K) :
 PLAN), :

Defendants.

-----X
 STEPHAN FIORINO, individually and on behalf : Civil Action No: 07 Civ. 10458
 of all others similarly situated, : (UA)

Plaintiff,

v.

CITIGROUP, INC., CITIBANK, N.A., CHARLES :
 PRINCE, THE PLAN ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP INC., THE 401(K):
 INVESTMENT COMMITTEE, and JOHN DOES :
 1-20, :

Defendants.

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**NOTICE OF MOTION AND MOTION BY STEVEN GOLDSTEIN
FOR CONSOLIDATION OF ALL RELATED ACTIONS AND
APPOINTMENT OF INTERIM LEAD PLAINTIFF AND LEAD COUNSEL**

TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

PLEASE TAKE NOTICE that on December 20, 2007 at 10:00 a.m., or as soon thereafter as the matter may be heard, Steven Goldstein, plaintiff in *Goldstein v. Citigroup Inc. et. al.*, No. 07-cv-11158 (UA) (the “Goldstein Action”), will move this Court for an order: (i) consolidating all related ERISA actions in this district against Citigroup Inc. (“Citigroup”); (ii) appointing Steven Goldstein as the interim lead plaintiff on behalf of a proposed class of participants and beneficiaries (the “Participants”) of the Citigroup 401(k) Plan and the Citibuilder 401(k) Plan for Puerto Rico (hereinafter referred to as the “Plans”) in the consolidated action; and (3) appointing his counsel, Stull, Stull & Brody (“SSB”), as interim lead counsel for the proposed class in the consolidated action. This Motion is made pursuant to Fed. R. Civ. P. 23(g) and 42(a) and the Manual for Complex Litigation-Fourth (2005).

This Motion is based on the accompanying Memorandum of Points and Authorities in support thereof and the Declaration of Edwin J. Mills filed herewith.

Dated: December 11, 2007

STULL, STULL & BRODY

By: s/ Edwin J. Mills
Edwin J. Mills (EM-7117)
Howard T. Longman (HL-2489)
Michael J. Klein (MK-8187)
6 East 45th Street
New York, NY 10017
Tel: (212) 687-7230
Fax: (212) 490-2022

**Counsel for Plaintiff Steven Goldstein
and Proposed Interim Lead Counsel for
the Class**

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X		
STEVEN GOLDSTEIN, on Behalf of Himself	:	Civil Action No: 07 Civ. 11158(UA)
and a Class of Persons Similarly Situated,	:	
	:	
Plaintiff,	:	
v.	:	
	:	
CITIGROUP, INC., THE PLANS	:	
ADMINISTRATION COMMITTEE OF	:	
CITIGROUP, INC, MICHAEL E. SCHLEIN,	:	
CHARLES PRINCE, C. MICHAEL	:	
ARMSTRONG; ALAIN J.P. BELDA; GEORGE	:	
DAVID; KENNETH T. DERR; JOHN M.	:	
DEUTCH;ROBERTO HERNÁNDEZ RAMÍREZ;	:	
ANDREW N. LIVERIS; ANNE MULCAHY;	:	
RICHARD D. PARSONS; JUDITH RODIN;	:	
ROBERT E. RUBIN; ROBERT L. RYAN; AND	:	
FRANKLIN A. THOMAS, and JOHN DOES 1-30,	:	
	:	
Defendants.	:	
	:	
-----X		
STEPHEN GRAY, individually and on behalf of all	:	Civil Action No: 07 Civ. 9790
others similarly situated,	:	(SHS) (DCF)
	:	
Plaintiff,	:	
v.	:	
	:	
CITIGROUP, INC., CHARLES PRINCE, THE	:	
PLANS ADMINISTRATIVE COMMITTEE OF	:	
CITIGROUP INC., THE 401(K) INVESTMENT	:	
COMMITTEE, and JOHN DOES 1-20,	:	
	:	
Defendants.	:	
	:	
-----X		

-----X
SHAUN ROSE, Individually and on behalf of all :
others similarly situated, :

Plaintiff, :

v. :

CITIGROUP, INC., CHARLES PRINCE, THE :
PLANS ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(K) INVESTMENT :
COMMITTEE, and JOHN DOES 1-10, :

Defendants. :

Civil Action No: 07 Civ. 10294
(DC)

-----X
MEREDITH TRANBERG, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP, INC., CHARLES PRINCE, THE :
PLANS ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(K) INVESTMENT :
COMMITTEE, and JOHN DOES 1-20, :

Defendants. :

Civil Action No: 07 Civ. 10341
(UA)

-----X
ANTON RAPPOLD, individually and on behalf of :
all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., CHARLES :
PRINCE, THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC., THE 401(K):
INVESTMENT COMMITTEE, and JOHN and :
JANE DOES 1-10, :

Defendants. :
-----X

Civil Action No: 07 Civ. 10396
(UA)

SAM TADROS, on Behalf of All Others Similarly Situated,

Plaintiff,

V.

CITIGROUP, INC., CHARLES O. PRINCE, C.
MICHAEL ARMSTRONG, ALAIN J.P. BELDA,
GEORGE DAVID, KENNETH T. DERR, JOHN
M. DEUTCH, ROBERTO HERNANDEZ
RAMIREZ, ANN DIBBLE JORDAN, KLAUS
KLEINFELD, ANDREW N. LIVERIS, ANNE
MULCAHY; RICHARD D. PARSONS; JUDITH
RODIN; ROBERT E. RUBIN; ROBERT L. RYAN;
FRANKLIN A. THOMAS, JOHN DOES 1-20
(BEING CURRENT AND FORMER MEMBERS
OF THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.) and JOHN
DOES 21-40 (BEING CURRENT AND FORMER
MEMBERS OF THE INVESTMENT
COMMITTEE OF THE CITIGROUP INC. 401(K)
PLAN),

Defendants.

STEPHAN FIORINO, individually and on behalf
of all others similarly situated,

Plaintiff,

V.

CITIGROUP, INC., CITIBANK, N.A., CHARLES :
PRINCE, THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC., THE 401(K):
INVESTMENT COMMITTEE, and JOHN DOES :
1-20, :

Defendants.

-----X	
JAMES BOLLA, individually and on behalf of all	:
others similarly situated,	:
	:

Plaintiff,

v.

CITIGROUP, INC., CITIBANK, N.A., CHARLES
PRINCE, THE PLAN ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC., THE 401(K):
INVESTMENT COMMITTEE, and JOHN DOES
1-20,

Defendants.

Civil Action No: 07 Civ. 10461
(UA)

-----X	
MARK GEROULO, individually on behalf of	:
Citigroup 401(K) Plan, the Citibuilder 401(K) Plan	:
for Puerto Rico, and all others similarly situated,	:
	:

Plaintiff,

v.

CITIGROUP, INC., CITIBANK, N.A., THE PLAN:
ADMINISTRATIVE COMMITTEE OF
CITIGROUP, INC., MICHAEL E. SCHLEIN,
JOHN DOES 1-10, THE CITIGROUP 401(k)
PLAN INVESTMENT COMMITTEE and JOHN
DOES 10-20, C. MICHAEL ARMSTRONG,
ALAIN J.P. BELDA, GEORGE DAVID,
KENNETH T. DERR, JOHN M. DEUTCH,
ROBERTO HERNÁNDEZ, ANN DIBBLE
JORDAN, ANDREW LIVERIS, DUDLEY C.
MECUM, ANNE M. MULCAHY, RICHARD D.
PARSONS, ANDRALL E. PEARSON, CHARLES
PRINCE, JUDITH RODIN, ROBERT E. RUBIN,
FRANKLIN A. THOMAS, SANFORD I WEILL

Defendants.

Civil Action No: 07 Civ. 10472
(UA)

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**[PROPOSED] ORDER CONSOLIDATING ALL RELATED ACTIONS AND
APPOINTING INTERIM LEAD PLAINTIFF AND INTERIM LEAD COUNSEL**

This Court, having considered the motion of Steven Goldstein (“Goldstein”) for consolidation of all related actions and appointment of interim lead plaintiff and interim lead counsel, hereby orders as follows:

IT IS HEREBY ORDERED THAT:

1. The matter shall be identified as: In re Citigroup Inc. ERISA Litigation, and the files of this action shall be maintained under Civil Action No. 07 Civ. 9790 (SHS)(DCF). The following actions are hereby consolidated under this caption:

- a. *Gray v. Citigroup Inc., et al.*, No. 07-Civ. 9790 (SHS)(DCF)
- b. *Rose v. Citigroup Inc., et al.*, No. 07-Civ. 10294 (DC)
- c. *Tranberg v. Citigroup Inc., et al.*, No. 07-Civ. 10341 (UA)
- d. *Rappold v. Citigroup Inc., et al.*, No. 07-Civ. 10396 (UA)
- e. *Tadros v. Citigroup Inc., et al.*, No. 07-Civ. 10442 (UA)
- f. *Fiorino v. Citigroup Inc., et al.*, No. 07-Civ. 10458 (UA)
- g. *Bolla v. Citigroup Inc., et al.*, No. 07-Civ. 10461 (UA)
- h. *Geroulo v. Citigroup Inc., et al.*, No. 07-Civ. 10472 (UA)
- i. *Goldstein v. Citigroup Inc., et al.*, No. 07-Civ-11158(UA)

2. Any other actions now pending or hereafter filed in this District which arise out of the same facts and claims as alleged in these related actions shall be consolidated for all purposes if, as and when the Court is apprised of them. The parties shall notify the Court of any other action which is pending or filed outside of this District which may be related to the subject matter of this action if and when they become aware of such actions.

3. Every pleading filed in this action, or in any separate action included herein, shall

bear the following caption:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re CITIGROUP INC. ERISA LITIGATION)	Civil Action No. 07 Civ. 9790 (SHS)(DCF).
)	
This Document Relates To:)	<u>CLASS ACTION</u>
)	
All Actions.)	
)	

4. A Master Docket and a Master File are hereby established for the cases governed by this Order. Separate dockets shall continue to be maintained for each of the individual actions, and entries shall be made in the docket of each individual action in accordance with the regular procedures of the Clerk of Court, except as modified by this Order.

5. When a document is filed and the caption shows that it is applicable to this action, the Clerk of the Court shall file such document in the Master File and note such filing on the Master Docket. No further copies need to be filed and no other docket entries need be made.

6. When a document is filed and the case caption shows that it is to be applicable to only one of the consolidated actions, the Clerk of the Court will file and docket such document in both the Master File and that of the individual case.

7. When a document is filed and the caption shows that is to be applicable to more than one but fewer than all of the consolidated actions, the Clerk of the Court will file such document in the Master File only, but shall docket such filing on the Master Docket and the docket of each applicable action.

8. If any other case alleging violations of ERISA claims arising out of the same or substantially similar facts as alleged in the Action is filed in this Court or transferred from here

or another court (a “related case”), the clerk shall: (a) file a copy of this Order in the separate file for the related case; (b) mail a copy of this Order to counsel for the plaintiff(s) in the related case; (c) mail a copy of this Order to counsel for each defendant in the related case not already a party to any case then included in *In re Citigroup Inc. Erisa Litigation*; and (d) make an appropriate entry in the Master Docket.

9. The Court requests the assistance of counsel in calling to the attention of the Clerk the filing or transfer of any case which might be properly consolidated as part of *In re Citigroup Inc. Erisa Litigation* pursuant to the provisions of this Order.

10. All discovery taken in the Action will apply to any subsequently filed and consolidated actions, and the parties will not be required to repeat discovery already undertaken in the Action.

11. Steven Goldstein is appointed interim lead plaintiff.

12. Pursuant to Fed. R. Civ. P. 23(g), the law firm of Stull, Stull & Brody is appointed interim lead counsel for the purported Class.

a. Interim Lead Counsel is vested by the Court with the following responsibilities and duties:

- i. To coordinate the preparation and filing of a Consolidated Amended Complaint, and any subsequent pleadings;
- ii. To coordinate the briefing and argument of all motions;
- iii. To coordinate and conduct all discovery, pre-trial and trial proceedings for all plaintiffs;
- iv. To call meetings of plaintiffs’ counsel as they deem appropriate or necessary from time to time;

- v. To initiate and conduct all settlement negotiations for plaintiffs with counsel for defendants;
 - vi. To provide general coordination of activities of counsel on their side and to delegate work responsibilities to selected counsel as may be required; and
 - vii. To perform such other duties as may be expressly authorized by further order of the Court.
- b. Interim Lead Counsel shall make all work assignments in such a manner as to conduct the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.
 - c. Defendants' counsel may rely upon all agreements made with interim lead counsel and such agreements shall be binding on all plaintiffs.
 - d. No motion, request for discovery, or other pretrial proceeding shall be initiated or served by any plaintiff except through interim lead counsel.

DATED: _____

Sidney H. Stein
United States District Judge